

## **EXHIBIT E**

**TERTIAIRE  
DEVELOPPEMENT**  
UNE CHANCE POUR VOS PROJETS

Empire Resources Inc  
One Parker Plaza  
Fort Lee  
NJ 07024  
USA  
Fax 00-1-201-944-2226

Attention Jonathan Bernstein

Paris, January 9th 2002

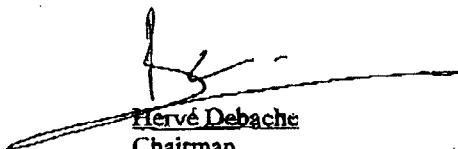
Dear Sir,

Our firm (Tertiaire Investment which has been absorbed by Tertiaire Développement SA) owns 30 426 shares of common stock in your company (attached certificate).

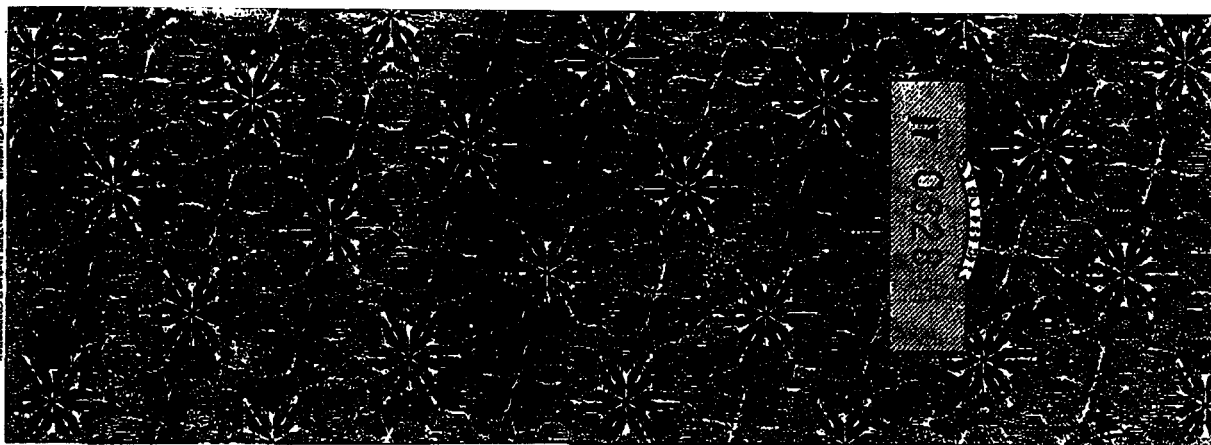
We wish to deposit these shares in our Bank, the "Edmond de Rothschild Banque in Paris in order to be able to sell them in the market whenever we decide to do so.

Please let us know the procedure to follow in order to achieve this goal.

Best regards and a happy 2002.



Hervé Debache  
Chairman



110000328



REPLACEMENT

Integrated Technology USA, Inc.

INCORPORATED UNDER THE LAWS  
OF THE STATE OF DELAWARE

SOME LIMITED LIABILITY COMPANY STOCK

THIS CERTIFIES THAT

\*\*\* RESTRICTED SECURITIES \*\*\*  
TERTIAIRE INVESTISSEMENT

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is the owner of

\*\*\*THIRTY THOUSAND FOUR HUNDRED TWENTY-SIX\*\*\*

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK OF

INTEGRATED TECHNOLOGY USA, INC.

transferable on the books of the Corporation by the holder hereof in person or by duly authorized Attorney, upon surrender of this Certificate, properly endorsed. This Certificate is not valid until it has been signed and registered by the Transfer Agent and Registrar.  
IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by the facsimile signatures of its duly authorized officers and to be sealed with the facsimile signature of the Corporation.

Dated:

MAY 30, 2000  
08563000230 EAP

*Donald S. Rosenberg*

Secretary



*Allen H. H.*

President

Authorized Signature

Transfer Agent  
and Registrar

AMERICAN STOCK TRANSFER & TRUST COMPANY

(New York, NY)

Overseas and Foreign

10-2

RAPPORT DE TRANSMISSION MEMORISEE

HEURE : 09-01-2002 17:26  
NUMERO TEL :  
NOM :

NUMERO FICHIER : 441  
DATE : 08-01 17:22  
A- : 0012018442226  
NOMBRE DE PAGES : 002  
HEURE DEPART : 08-01 17:22  
HEURE FIN : 09-01 17:26  
PAGES ENVOYEEES : 002  
STATUT : OK

NUMERO FICHIER : 441

\*\*\* ENVOI REUSS! \*\*\*

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Guy Debache  
Chairman